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12 *and Sharon A. Craig-Johnston*

13 **UNITED STATES DISTRICT COURT**
14 **SOUTHERN DISTRICT OF CALIFORNIA**

15 CARMEN DI GIOVANNI, Derivatively
16 on Behalf of Nominal Defendant
17 BRIDGEPOINT EDUCATION, INC.,

18 Plaintiff,

19 v.

20 ANDREW S. CLARK, RYAN CRAIG,
21 DALE CRANDALL, MARYE ANNE
22 FOX, PATRICK T. HACKETT, ROBERT
23 HARTMAN, ADARSH SARMA,
24 WARBURG PINCUS & CO., WARBURG
25 PINCUS LLC, WARBURG PINCUS
26 PARTNERS LLC and WARBURG
27 PINCUS PRIVATE EQUITY VIII, L.P.,

28 Defendants,

and

BRIDGEPOINT EDUCATION, INC.,

Nominal Defendant.

Case No. 13-CV-2947-JM-WMC

**JOINT MOTION TO CONSOLIDATE
RELATED ACTIONS AND SET BRIEFING
SCHEDULE**

Caption continues on following page.

1 SHARON A. CRAIG-JOHNSTON,
2 Derivatively on Behalf of Nominal
3 Defendant BRIDGEPOINT EDUCATION,
4 INC.,

5 Plaintiff,

6 v.

7 ANDREW S. CLARK, RYAN CRAIG,
8 DALE CRANDALL, MARYE ANNE
9 FOX, PATRICK T. HACKETT, ROBERT
10 HARTMAN, ADARSH SARMA,
11 WARBURG PINCUS & CO., WARBURG
12 PINCUS LLC, WARBURG PINCUS
13 PARTNERS LLC and WARBURG
14 PINCUS PRIVATE EQUITY VIII, L.P.,

15 Defendants,

16 and

17 BRIDGEPOINT EDUCATION, INC.,

18 Nominal Defendant.

Case No. 13-CV-2950-JM-KSC

1 Plaintiffs Carmen Di Giovanni and Sharon A. Craig-Johnston (together, “Plaintiffs”),
2 defendants Andrew S. Clark, Ryan Craig, Dale Crandall, Marye Anne Fox, Robert Hartman,
3 Patrick T. Hackett, Adarsh Sarma, Warburg Pincus Partners LLC, Warburg Pincus Private Equity
4 VIII, LP, Warburg Pincus LLC and Warburg Pincus & Co. (together, “Defendants”) and nominal
5 defendant Bridgepoint Education, Inc. (“Bridgepoint” or the “Company”) hereby jointly move the
6 Court for an order in the form submitted herewith consolidating the related above-captioned
7 derivative actions (the “Actions”) and setting a briefing schedule on Defendants’ and Bridgepoint’s
8 anticipated motions to dismiss. In support of this motion, Plaintiffs, Defendants and Bridgepoint
9 state as follows:

10 On December 9, 2013, Plaintiffs commenced in this Court two related shareholder
11 derivative actions on behalf of nominal defendant Bridgepoint and against the Defendants named
12 therein. By order dated December 16, 2013, the action filed by Plaintiff Di Giovanni, Case No.
13 13CV2947, which was originally assigned to Judge Marilyn L. Huff, was reassigned to Judge
14 Jeffrey T. Miller.

15 Each of the Actions alleges, among other things, that: (i) Bridgepoint’s board of directors
16 (the “Board”) and controlling stockholders (“Warburg”) breached their fiduciary duties to
17 Bridgepoint and wasted corporate assets by causing the Company to conduct a self-tender offer
18 (the “Tender Offer”) at a market-premium price; (ii) the Tender Offer is not entirely fair to
19 Bridgepoint and was initiated, structured, negotiated and timed for the benefit of Warburg and the
20 Board members; and (iii) Warburg and the Board members will be unjustly enriched as a result of
21 the Tender Offer.

22 Counsel for Defendants and Bridgepoint have accepted service of the complaints on behalf
23 of Defendants and Bridgepoint. Pursuant to the waivers of service filed with the Court on January
24 10, 2014, defendants Andrew S. Clark, Ryan Craig, Dale Crandall, Marye Anne Fox, Robert
25 Hartman and Bridgepoint are due to answer or otherwise respond to the complaints on February 10,
26 2014, and defendants Patrick T. Hackett, Adarsh Sarma, Warburg Pincus Partners LLC, Warburg
27 Pincus Private Equity VIII, LP, Warburg Pincus LLC and Warburg Pincus & Co. are due to answer
28 or otherwise respond to the complaints on February 14, 2014.

1 Rule 42(a) of the Federal Rules of Civil Procedure provides that the Court may consolidate
2 actions that involve a common question of law or fact, and issue any other orders to avoid
3 unnecessary cost or delay. *See* Fed. R. Civ. P. 42(a)(2) (“If actions before the court involve a
4 common question of law or fact, the court may: ... (2) consolidate the actions[.]”).

5 Counsel for the parties have met and conferred regarding the Actions and agree that the
6 Actions involve common questions of law and fact, as discussed above, and should be consolidated
7 for all purposes pursuant to Fed. R. Civ. P. 42(a). Counsel for the parties have also met and
8 conferred regarding Defendants’ and Bridgepoint’s anticipated motions to dismiss the Actions.
9 The parties agree that these motions should be coordinated in order to ensure the efficient use of
10 the parties’ and the Court’s resources, and have agreed to a schedule on such motions as follows:

11 1. Defendants and Bridgepoint shall file any motion(s) to dismiss the Complaint or
12 otherwise respond to the Complaint on or before February 28, 2014;

13 2. Plaintiff shall file any opposition(s) to Defendants’ and Bridgepoint’s motion(s) to
14 dismiss the Complaint on or before April 11, 2014; and

15 3. Defendants shall file any reply brief(s) in support of their motion(s) to dismiss on or
16 before May 2, 2014.

17 Accordingly, for the reasons set forth herein, the parties respectfully request the Court enter
18 the form of order submitted herewith consolidating the related above-captioned derivative actions
19 and setting a briefing schedule on Defendants’ and Bridgepoint’s anticipated motions to dismiss.
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1 Dated: January 21, 2014

**KESSLER TOPAZ
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14 Dated: January 21, 2014

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1 Dated: January 21, 2014

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